

## **FOUNTAIN HILLS PHOTOGRAPHY CLUB BY-LAWS**

*Fountain Hills Photography Club is an  
Arizona Non-profit organization  
hereinafter referred to as the "Club"*

### **ARTICLE I CLUB ARTICLES**

**OBJECTIVE** - The intent of the By-Laws is to provide the Club with an operating document that sets limits, but does not try to pre-ordain the actions and decisions of the Officers or the Club or its membership. The Articles will be considered senior and superior to these By-Laws and may be amended as the membership as a whole sees fit. The Fountain Hills Photography Club is organized as an exempt organization under IRS Sec. 501(C) (7). All tax-exempt forms will be filed with the Internal Revenue Service as applicable.

#### **ARTICLE II - MEMBERSHIP**

##### **SECTION 1 - REQUIREMENTS**

- A. All people, regardless of race, color or creed, who own a camera of their choice, exhibit a passion for photography, a willingness to participate in club activities, and a willingness to share their knowledge of photography with other members of the club, shall be considered for Regular membership with the provisions as outlined below:
- B. All Regular members must have reached the age of 18 or, if younger than 18, may be approved for membership with a simple majority vote of Regular members present.

##### **SECTION 2 - CLASSES OF MEMBERSHIP**

- A. **Regular Member** - Any member who meets the requirements set forth in Article II, Section 1, who is not 90 days in arrears of dues or any other monetary obligation to the Club
- B. **Partner** - The spouse or domestic partner of the Regular Member, at the same address, who is in good standing with the Club and is not 90 days in arrears of dues or any other monetary obligation to the Club, is qualified for Regular Membership.
- C. **Dependant** - The child of any Regular Member who is between the ages of 16 and 18 years of age, or between the ages of 16 and 25 and also a full-time student whose principal place of residence (not school residence) is the same as the Regular Member, shall become a member upon payment of membership dues equal to those of Partner membership. They shall be entitled to all rights and privileges of Partner membership.
- D. **Associate Member.**
- 1 Anyone who does not meet the requirements of Regular Membership can become an Associate Member.
  - 2 Associate Members must have a sponsor who is a Regular Member.
- E. **Honorary Member.**

Anyone recommended for honorary membership must be approved by the Officers of the club and announced at the next General Membership Meeting. Honorary Membership will automatically terminate if the circumstance for granting Honorary Membership ceases.

##### **SECTION 3 - OBLIGATIONS**

- A. All members shall be responsible for accepting and performing their full share of the obligations imposed upon the members by the activities of the Club, including the obligation to pay when due, any dues or fees established or assessed as provided herein.

B. Any Regular Member not fulfilling the above requirements can be recommended by the Membership or its Officers for a change of membership status.

C. Members are obligated to safeguard the membership mailing list and use it only for Club related purposes. Members shall NOT use any form of media including, but not limited to, Internet e-mail, direct mail, etc. to solicit business from members for any reason. The membership list shall not be made available to any person who is not a member of the Club, nor, to any other organization without the express permission of the membership as a whole. The Club may maintain and make available a business card directory for members to inform others of their business.

#### **SECTION 4 -PRIVILEGES**

A. Regular Members shall be entitled to all privileges of membership, including the right to hold office, to vote and participate fully in all activities of the Club.

B. Associate and Honorary members shall similarly be entitled to all privileges of membership except that they may not hold, be elected or appointed to, any office of this Club and may not vote at any time on any matter brought before the Club for action of the members.

#### **SECTION 5 - RESIGNATION FROM MEMBERSHIP**

Any member may resign at any time from the Club by directing a letter of resignation to any Officer. The member's resignation shall become effective upon receipt of the letter of resignation. The letter of resignation may be electronic. The member has the obligation to return all properties (real, personal, or intellectual) to any Officer at the time of resignation and to fulfill all outstanding financial obligations. The Club is not obligated to refund any balance of Club dues.

#### **SECTION 6 - MEMBER SANCTIONS**

A.——Any member may be subject to sanctions for violation(s) of any By-Law or rule of the Club or for, in the judgment of Officers of the club, based upon conduct inconsistent and/or prejudicial to the best interest of the club. Sanctions shall be ordered by a 2/3 vote of the Membership for any member it deems to be culpable of such violation or conduct. The Board of Directors, in their judgment, may impose private or public reprimands, suspension, or expulsion upon the member based upon the facts and circumstances presented.

#### **SECTION 7 – RESTRICTIONS ON MEMBERS REGARDING PRESENTATION, DISPLAY OR PRODUCTION OF CERTAIN TYPES OR CLASSIFICATIONS OF PHOTOGRAPHY**

The Club, organized and founded with the intention of being family-oriented and open to people of high school age and older, includes herewith the provision that certain subjects and photography, be it in the form of prints, digital images, negatives, slides, video or in any other format whatsoever, hereinafter referred to as "work," shall be prohibited from presentation, display or production by any Member or guest in a Club meeting or Club-sanctioned outing or workshop, on the Club website, in the Fountain Hills Community Center or in any Club-sponsored public exhibition, namely:

A. Any work in which is visible a nude or semi-nude subject, real or implied, regardless of layout or depiction, including within the work the use of shadows, opaque screens, artwork, computer modeling, etc.

a. No differentiation nor distinction shall be made as to whether said work showing or depicting nudity, real or implied, was staged or modeled, or was photographed in a public place such as a beach, a park, on the street or the like.

B.——Any work showing or depicting violence, blood or an illegal act, staged or otherwise, unless such graphic was previously deemed "newsworthy" and appeared or was published in a public medium such as a daily circulation newspaper, on network television, etc.

Any Officer may summarily and without recourse make the determination of whether or not any work presented or brought forth for display by any Member or guest is subject to any of these Restrictions and may demand its immediate removal or prevent its display.

A.——Any Member may bring to an Officer's attention their believe that a work violates Section 7.

Any Member determined by an Officer to have violated any restriction in this Section, knowingly or otherwise, is subject to expulsion from the Club and said Member shall have no recourse regarding this decision whatsoever.

A.——Expulsion shall require an affirmative vote by a simple majority of Members present at the time of the violation, or present at the next regularly scheduled Club meeting.

The Club By-Laws shall be made available to everyone intent on joining the Club so they are aware of these restrictions as a condition of Membership prior to the Club's acceptance of their dues, and they must indicate by their signature that they have read, understand and will comply.

Revocation of Section 7 shall require a two-thirds majority vote by all registered Club Members.

**This Section shall not be construed as censorship of any kind. Members or prospective members who desire to exhibit images of the type restricted herein are encouraged to seek other venues that are available to them.**

*Section 7 was amended August 9, 2007.*

## **ARTICLE III OFFICERS AND DIRECTORS**

### **SECTION 1 - BOARD OF DIRECTORS**

The Board of Directors of the Club shall be comprised of the elected officers of the Club which include the President, Vice President, Secretary, and Treasurer, and other such officers as may be elected by the Regular Members at an Annual or the deferred Annual Business Meeting.

### **SECTION 2 - HOLD HARMLESS & INDEMNIFICATION CLAUSE**

The Fountain Hills Photography Club shall hold harmless and indemnify the Officers and committee chairmen for any actions, malfeasance, or nonfeasance as long as the action or inaction is not willful or negligent.

### **SECTION 3 - OFFICERS**

The elected officers of the Club shall be a President, Vice President, Secretary, and Treasurer and other such officers as may be elected by the Regular Members at the Annual or deferred Annual Business Meeting. No person shall hold more than one such elective office concurrently. In addition, the Officers of the club may, from time to time, appoint such additional or assistant officers, as it may deem appropriate, provided that no such appointed officer shall be appointed to a concurrent position. Each elected or appointed officer shall serve a term of one year. Any officer may be elected or appointed to the same or different office for consecutive terms.

Officers shall take office on January 1, or another specified date in the event the Annual Business Meeting is deferred, for the term of January 1 through December 31. Another term (other than the calendar year term) may be established by the Officers or membership with a 2/3 vote of the Regular Members present at a meeting called to consider another term period.

### **SECTION 4 – FORMAL COMMITTEES**

#### **A. NOMINATING**

In October, the Board of Directors shall appoint a Nominating Committee consisting of five or more Regular Members, including the Vice President of the Club who shall serve as chairperson. The Nominating Committee shall select candidates for nomination for the offices. Only Regular Members, are eligible for nomination or election to office. The nominations of the Nominating Committee shall be announced at the General Membership Meeting one month prior to the Annual Business Meeting. A

member of the Nominating Committee shall be eligible for nomination and election or appointment to office. The elections will take place at the December General Membership Meeting, which is the Annual Business Meeting. The Nominating Committee may add a nomination to the ballot at anytime prior to the absentee ballot mailing

B. BY-LAWS

The Officers of the club shall organize a By-Laws revision committee when deemed necessary.

## SECTION 5 -ELECTIONS

A. **Election Procedures** - The officers of the Club shall be elected at the first regular meeting in January. Voting shall be by secret written ballot. Election requires a simple majority vote of the combination of those Regular Members present and any absentee ballots. There will be no proxy voting.

B. **Absentee Voting** - An absentee ballot may be requested by any qualified voting member at least three (3) weeks prior to the election. Upon receipt of said request, the Vice President shall cause an absentee ballot to be provided to the requesting member at least fourteen (14) days prior to the election.

C. **Qualified Voters** - A qualified voter is a Regular Member for the upcoming year's term of office whose dues are paid by the close of the General Membership Meeting prior to the Annual Business Meeting

D. **Qualified Candidates** - A qualified candidate is a Regular Member for the upcoming year's term of office whose dues are paid by the close of the November General Membership Meeting prior to the Annual Business Meeting.

## SECTION 6 - RESIGNATION

A. **Resignation Procedures** -Any appointed or elected officer, a chairperson of a Club committee, may resign from office at any time by giving written notice thereof to the Board of Directors. Such resignation shall be effective upon receipt by the Board of Directors if the date of resignation is not stipulated in the notice. The letter of resignation may be electronic. The officer has the obligation to return all Club properties (real, personal, or intellectual) to a Board member at the time of resignation and to fulfill all outstanding financial obligations.

B. **Resignation in Absentia** -Any appointed or elected officer of the club who has missed three consecutive regularly scheduled meetings may be deemed to have resigned in absentia by the membership. An affected Officer may not vote on the resignation. The Board will formally notify the affected Officer. The notification may be electronic or via regular postal mail. The affected officer has the obligation to return all Club properties (real, personal, or intellectual) to a Officer in good standing at the time of resignation and to fulfill all outstanding financial obligations.

## SECTION 7 - VACANCIES

The resignation, death, or incapacity of any elected or appointed officer of the club who is to perform properly the duties of the office as determined by the majority of the membership shall designate a Regular Member to fill such vacancy. Should the Presidency become vacant for any of the foregoing reasons, or otherwise, the Vice President shall assume the Presidency.

## SECTION 8 - POWERS AND DUTIES

All officers are obligated to encourage member participation in all photography activities and encourage use of their cameras at those activities by setting a personal example.

At the conclusion of an officer's term of office, said officer shall forward all files, supplies, and equipment of said office to the newly elected officer of the same position.

The elected officers shall have the following powers and duties, in addition to all others prescribed by these By-Laws and as may be determined from time-to-time by the full membership with a simple majority vote.

A. **President** - The President shall act as Chief Executive Officer of the Club, shall sign all official documents of the Club, and shall preside over all meetings of the membership and of the Board of Directors. The President may call special meetings of the membership. The President shall have the power to create and dissolve various committees and appoint committee chairpersons as deemed necessary. The President is considered a member ex-officio of any and all committees and/or subcommittees.

B. **Vice President** - The Vice President shall perform the duties of the President in the event of an absence or inability for any reason to perform the duties of office by the President as may be determined by the President or the Officers of the club. The Vice President shall automatically assume the office of the President for the remainder of the term if necessary. The Vice President is considered a member ex-officio of any and all committees and/or subcommittees.

1 **Elections** - The Vice President shall organize and preside over all election procedures.

2 **Activities Coordinator** - The Vice President shall coordinate and oversee the progress of the Club's social and competition event committees. The Vice President shall be responsible for appraising the membership of upcoming Club and other events at the regular business meetings and through other media.

C. **Secretary** - The Secretary shall keep, or cause to be kept, minutes of all meetings of the membership and that of its Officers. The Secretary shall have custody of, and be required to safeguard, all of the records of the Association. In the absence of the Secretary, an Acting Secretary will be designated by the presiding officer.

1. **Elections** - The Secretary will assist the Vice President in administering the election process.

D. **Treasurer** - The Treasurer, subject to such conditions and restrictions as may be established by the clubs officers, shall:

1 Have custody of all monies, and evidences of debts, and obligations of the Club;

2 Receive all monies of the Club and deposit the same to the Club account in a bank or other depository designated by the Treasurer with the consent of the Board of Directors;

3 Maintain correct and adequate accounts of the transactions and finances of the Club;

4 Be responsible for the payment of all Club debts and obligations;

5 Ensure that all checks, drafts, notes, and other orders for the payment of money are signed in the name of the Club by the Treasurer or President.

6 Report on the financial status of the Club at any meeting of the membership or it's Officers.

7 No obligation, debt or other liability shall be incurred on behalf of the Club by the Treasurer without prior approval of the Board of Directors, or a majority of the membership of the Club, or as authorized in Article 4, Section 8.

**Secretary /or Membership Director** - The Membership Director shall keep the status and records of all prospective, Regular, Associate, Honorary, and Reciprocal Members and report same at each meeting of the General Membership. All activities and communications with prospective members, and all activities relative to recruiting of prospective members are the responsibility of the **Secretary or Membership Director** or other designate. All prospective members shall receive copies of notices, flyers, etc., relative to upcoming Club events. The Membership Director is expected to welcome new members into the Club and is responsible for introduction of all new members at all meetings. The Secretary/Membership Director will also develop and maintain the

membership database and listing, including mailing labels, in a format approved by the Officers of the club and make every effort to protect the confidentiality of the information. The primary purpose of the database is for convenience and accuracy in communicating Club business and activities to all members.

## **ARTICLE IV CONDUCT OF THE CLUB**

### **SECTION 1 - ACTIVITIES**

Any chairperson for a Club activity (competition events, social gatherings, planned trips and other events) will coordinate the event date with the Vice President. The Chairperson will keep the Vice President informed of any planning, promotion, or special problems as appropriate.

### **SECTION 2 - COMMITTEES**

The President may, from time-to-time, create and/or dissolve committees, and appoint members thereto, as the President deems necessary.

Committees will be given full authority to plan and conduct the applicable event or activity, as approved by a simple majority of the Officers of the club. Committees include, but are not limited to, Photography Shows, Product and/or Technical Seminars and special events, and outings.

### **SECTION 3 - MEMBERSHIP DUES**

Dues for all classes of membership shall be determined by a majority vote of the Regular Membership at a General Membership Meeting in the matter of amount, term, and due date. Membership dues will not be refundable except as determined by the Officers of the club. The Treasurer has the discretion to allow a special payment schedule for any dues or fees for any other member who makes arrangements prior to the due date, but not to exceed 90 days total extension.

### **SECTION 4 - ACTIVITY FEES**

A. An event chairperson, with the approval of a majority vote of the Officers of the club, may establish special activity or registration fees for Club members and non-members as may be appropriate.

B. For special and/or large events such as the annual Photography Show, and etc. such fees must be approved by the Officers of the club.

### **SECTION 5 - QUORUMS**

At all business meetings of the membership of the Club, a quorum shall consist of the Regular Members present at the membership meeting. At all meetings of the Officers of the club, a quorum shall consist of a simple majority.

### **SECTION 6 - ACTIONS OF THE CLUB AND THE OFFICERS OF THE CLUB**

Except as otherwise provided in these Articles or these By-Laws, all actions of the Club shall be taken upon a majority vote of the quorum. Voting by proxy or absentee ballot shall not be permitted except as provided in these By-Laws.

### **SECTION 7 - INFORMALITIES AND IRREGULARITIES**

All informalities or irregularities in any call or notice of a meeting, or with regard to quorums, voting or similar matters, will be deemed waived if no objection is made by the next General Membership Meeting.

### **SECTION 8 - FINANCIAL CONDUCT AND BUDGETS**

A. All Members shall act in a prudent manner to protect the assets of the Club.

- B. The Officers of the club, by a simple majority, may form a budget committee. This committee will have the powers and/or authority bestowed. The Officers may at any time require a budget for any special event or social activity, at a date specified by Officers of the club prior to such event.
- C. The Officers of the club have the authority to approve any and all prospective and retrospective purchase requests not to exceed \$800 per unit. The amount set herein may be revised by a majority vote of the membership at a General Membership Meeting.
- D. Purchases exceeding the amount specified in Section 8D must be approved by a majority of the Regular Members present at the General Membership Meeting. Exceptions to this requirement include those expenses related to a special event,
- E. The Officers of the club may at any time require financial reports including, but not limited to, income and expense reports, balance sheets, time series analysis (comparisons to prior year or previous events), or cost accounting analyses.
- F. The Officers of the club shall make the financial reports available to Regular Members upon request.
- H. The Officers of the club may, at any time, call for an audit of any/or all financial records of the Club. The form and manner of the audit shall be at the sole discretion of the Officers of the club.
- I. Officers and Committee Chairpersons shall not be paid a salary or other remuneration. They may, however, be repaid for out-of-pocket expenses related to Club duties or projects so long as those expenses are included in a budget that has previously been approved by the membership. An accounting of said expenses, including all necessary receipts, shall be provided to the Treasurer.

## **SECTION 9 – MEETINGS**

- A. All meetings and deliberations of this Club shall be open to all Regular Members.
- B. Action can only be taken on Club policy, procedure, event, property and/or budget matters at regularly scheduled membership meeting unless another venue is approved by the membership.
- C. Notice of the time, date, place, and tentative agenda of regularly scheduled open meetings shall be posted on the Club website and published in a monthly calendar. If feasible, e-mail meeting and event reminders may also be sent in advance.
- D. Notice of any special or non-regularly scheduled meetings shall be sent electronically or by regular post to all Club members stating the time, place, and purpose of the meeting a minimum of seven days in advance of said meeting.
- E. Minutes of all meetings shall be kept, including a record of any votes taken, and shall be open to inspection by Regular Members. The Club Secretary shall be responsible for keeping these minutes and records. Committees and the chairperson of any special meeting shall file their minutes with the Club Secretary in a timely manner.
- F. All records of the Club shall be open to Regular Members.
- G. General Membership Meetings will be held monthly unless specified by the Board of Directors or changed by membership vote.
- H. The Annual Business Meeting will be held the last month of the Club's fiscal year, held concurrently with the General Membership Meeting.

## **ARTICLE V AMENDMENTS**

### **SECTION 1 - AMENDMENT APPROVAL PROCEDURE**



These By-Laws may be amended, supplemented, repealed, temporarily or permanently suspended, in whole or in part, or new By-Laws may be adopted, by a proposal adopted by a majority vote of the Officers of the club, and then by a subsequent majority vote of the Regular Members at a General Membership Meeting or a special business meeting called for this purpose. The Regular Membership must be notified in a timely manner.

## **SECTION 2 - PROPOSED BY-LAW CHANGES**

By-Law changes in Article V, Section 1, will be proposed as follows:

- A. A majority of the Officers of the club, or
- B. A written proposal for such a change signed by one-fifth of the Regular Members submitted to the Officers of the club; or
- C. A proposal submitted to Officers of the club by a formal By-Laws Committee.

## **ARTICLE VI OTHER MATTERS**

### **SECTION 1 – Photo Club SEAL**

The Club may have a Club Seal

### **SECTION 2 - FISCAL YEAR**

The fiscal year of the Club shall be from January 1st through December 31st of each year, unless amended.